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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 07-01-2012 , and ending 06-30-2013

Name of foundation
Bonfils-Stanton Foundation

A Employer identification number
84-6029014

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1601 Arapahoe Street No 500

B Telephone number (see instructions)
(303) 825-3774

City or town, state, and ZIP code
Denver, CO 80202

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 77,475,043

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	841,191	841,191		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,597,483			
	b	Gross sales price for all assets on line 6a 13,113,074				
	7	Capital gain net income (from Part IV, line 2)		1,597,483		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	2,438,674	2,438,674		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	382,540	29,883		352,657
	14	Other employee salaries and wages	57,000	2,280		54,720
	15	Pension plans, employee benefits	99,083	12,600		86,483
	16a	Legal fees (attach schedule)	11,544	0		11,544
	b	Accounting fees (attach schedule)	18,000	3,600		14,400
	c	Other professional fees (attach schedule)	170,323	115,785		54,538
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	47,474	9		208
	19	Depreciation (attach schedule) and depletion	46,643	0		
	20	Occupancy	20,529	1,513		19,016
	21	Travel, conferences, and meetings	18,227	1,087		17,140
	22	Printing and publications				
	23	Other expenses (attach schedule)	182,449	4,788		177,661
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,053,812	171,545		788,367
	25	Contributions, gifts, grants paid	3,313,707			3,328,560
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,367,519	171,545		4,116,927
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,928,845			
	b	**Net investment income** (if negative, enter -0-)		2,267,129		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	200	200	200
	2	Savings and temporary cash investments	1,541,585	903,577	903,577
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	43,321	43,321	84,504
	b	Investments—corporate stock (attach schedule)	14,970,323	14,451,213	17,344,166
	c	Investments—corporate bonds (attach schedule)	3,876,624	5,261,489	5,219,615
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	41,962,265	39,852,316	52,893,949
	14	Land, buildings, and equipment basis ▶ 1,201,627 Less accumulated depreciation (attach schedule) ▶ 390,331	857,940	811,296	811,296
	15	Other assets (describe ▶)	180,029	217,736	217,736
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	63,432,287	61,541,148	77,475,043
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	158,289	195,995	
	23	**Total liabilities** (add lines 17 through 22)	158,289	195,995	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	63,273,998	61,345,153	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	63,273,998	61,345,153	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	63,432,287	61,541,148	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	63,273,998
2	Enter amount from Part I, line 27a	2	-1,928,845
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	61,345,153
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	61,345,153

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,597,483
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,886,314	70,933,750	0 040690
2010	3,414,422	72,218,660	0 047279
2009	3,542,263	66,942,910	0 052915
2008	3,928,802	62,113,032	0 063252
2007	4,410,681	84,359,170	0 052285

2	**Total** of line 1, column (d).	2	0 256421
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 051284
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	74,295,847
5	Multiply line 4 by line 3.	5	3,810,188
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	22,671
7	Add lines 5 and 6.	7	3,832,859
8	Enter qualifying distributions from Part XII, line 4.	8	4,116,927

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		**1**	22,671
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		**2**	0
3	Add lines 1 and 2		**3**	22,671
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		**4**	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		**5**	22,671
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	**6a** 43,345		
b	Exempt foreign organizations—tax withheld at source	**6b**		
c	Tax paid with application for extension of time to file (Form 8868)	**6c**		
d	Backup withholding erroneously withheld	**6d**		
7	Total credits and payments Add lines 6a through 6d		**7**	43,345
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached		**8**	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		**9**	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		**10**	20,674
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 20,674	**Refunded** ▶	**11**	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**1a**		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	**1b**		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	**1c**		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	**2**		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	**3**		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**4b**		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	**5**		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	**6**	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	**7**	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	**8b**	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	**9**		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	**10**		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶bonfils-stanton org

14 The books are in care of ▶Ann Hovland Telephone no ▶(303) 825-3774

Located at ▶1601 Arapahoe Street No 500 Denver CO ZIP +4 ▶80202

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ | 15 |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | Yes | No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No

			Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No

Organizations relying on a current notice regarding disaster assistance check here. . . ▶ ☐

			Yes	No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No

If "Yes," list the years ▶ 20____, 20____, 20____, 20____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ 20____, 20____, 20____, 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☑ Yes ☐ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☑ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Monique M Loseke 1601 Arapahoe St Ste 500 Denver, CO 80202	Executive Assistant 40 00	57,000	3,990	0

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Monticello Associates 1800 Larimer Street Suite 2100 Denver, CO 80202	Asset Management	75,000
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	0
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3. . . . . ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	74,600,561
b	Average of monthly cash balances	1b	826,695
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	75,427,256
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	75,427,256
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,131,409
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	74,295,847
6	**Minimum investment return.** Enter 5% of line 5	6	3,714,792

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	3,714,792
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 22,671		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	22,671
3	Distributable amount before adjustments Subtract line 2c from line 1	3	3,692,121
4	Recoveries of amounts treated as qualifying distributions	4	14,853
5	Add lines 3 and 4	5	3,706,974
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	3,706,974

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	4,116,927
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,116,927
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	22,671
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,094,256

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				3,706,974
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008. 761,943				
c From 2009. 196,490				
d From 2010. 129,076				
e From 2011.				
f **Total** of lines 3a through e.	1,087,509			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 4,116,927				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				3,706,974
e Remaining amount distributed out of corpus	409,953			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,497,462			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	1,497,462			
10 Analysis of line 9				
a Excess from 2008. . . . 761,943				
b Excess from 2009. . . . 196,490				
c Excess from 2010. . . . 129,076				
d Excess from 2011. . . .				
e Excess from 2012. . . . 409,953				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

President
1601 Arapahoe Street Suite 500
Denver, CO 80202
(303) 825-3774

b The form in which applications should be submitted and information and materials they should include

Organizations seeking grants are requested to call the Foundation to discuss the potential funding requests before submitting a proposal The Foundation accepts the Colorado Common Grant Application Organizations are allowed to submit only one proposal in a calendar year

c Any submission deadlines

Last business day of the following months January, April, July, and October

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Foundation resources are invested in organizations contributing to Denver's art and cultural community through three grant-making strategies unrestricted operating support to arts organizations committed to excellence, innovation, and sustainability, capacity building grants for areas such as leadership, governance, management systems, strategic planning, and evaluation, grants for capital projects for organizations with which the Foundation has an established relationship and for which 75% of the campaign goal has been achieved

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data TableSee Additional Data Table				
Total . . . . ▶ **3a**				3,328,560
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				72,500

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	841,191	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,597,483	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		2,438,674	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,438,674

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	**1a(1)**		No
(2) Other assets	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
(4) Reimbursement arrangements	**1b(4)**		No
(5) Loans or loan guarantees	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2013-10-15	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶☐	PTIN
Laurie Anderson	Laurie Anderson	2013-10-15		P01416697

Firm's name ▶	Kundinger Corder & Engle PC	Firm's EIN ▶
	475 Lincoln Street Suite 200	
Firm's address ▶	Denver, CO 80203	Phone no (303) 534-5953

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
Legg Mason	P		
Longleaf Partners Fund	P		
Vanguard	P		
Wellington Trust Fund	P		
Capital Guardian	P		
Daruma Ginkgo Fund	P		
Davidson Kempner Capital	P		
Highclere	P		
Longleaf Partners Fund	P		
Wellington Trust Fund	P		
Pequot Endowment Fund	P		
Pimco	P		
Wells Fargo	P		
Common Wealth Bonds	P		
Home Loan Mortgage Corp	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,050,000		4,936,283	113,717
250,000		176,588	73,412
1,000,000		767,550	232,450
6,800,000		6,405,839	394,161
			-17,097
			484
			244,581
			6,404
			103,825
			584,311
			-140,638
			1,524
			998
13,000		13,648	-648
74		75	-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			113,717
			73,412
			232,450
			394,161
			-17,097
			484
			244,581
			6,404
			103,825
			584,311
			-140,638
			1,524
			998
			-648
			-1

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Dorothy Horrell 1601 Arapahoe Street Ste 500 Denver, CO 80202	President 40 00	219,667	32,377	0
Susan France retired 53013 1601 Arapahoe Street Ste 500 Denver, CO 80202	Vice President of Programs 32 00	82,273	5,759	0
Ann Hovland 1601 Arapahoe Street Ste 500 Denver, CO 80202	CFO/Treasurer/Secretary 28 00	75,600	5,292	0
Landis Martin 1601 Arapahoe Street Ste 500 Denver, CO 80202	chairman 2 00	0	0	0
John E Repine MD 1601 Arapahoe Street Ste 500 Denver, CO 80202	Trustee 2 00	1,250	0	0
Harold R Logan Jr 1601 Arapahoe Street Ste 500 Denver, CO 80202	Trustee 2 00	1,250	0	0
Mark G Falcone 1601 Arapahoe Street Ste 500 Denver, CO 80202	Trustee 2 00	1,250	0	0
Julanna V Gilbert Phd 1601 Arapahoe Street Ste 500 Denver, CO 80202	Trustee 2 00	1,250	0	0
Denise M O'Leary 1601 Arapahoe Street Ste 500 Denver, CO 80202	Trustee 2 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Allied Arts 415 Monaco Parkway Denver, CO 802206015		public Charity	to provide financial aid to young artists	5,000
Artreach 3400 W 38th Avenue Suite 200 Denver, CO 80211		public Charity	general operating support and strategic planning efforts	10,000
Aspen Santa Fe Ballet 245 sage way Aspen, CO 816112516		public Charity	livingston fellowship to support advanced professional development	10,000
Ballet Nouveau Colorado dba Wonderbound 1075 Park Avenue West Denver, CO 80205		public Charity	for transition and start-up costs to form and launch Wonderbound	75,000
Big Brothers Big Sisters of Colorado Inc 1391 N Speer Blvd Ste 450 Denver, CO 80204		Public Charity	for general operating support	20,000
Buntport Theater Company 717 Lipan Denver, CO 80204		Public Charity	general operating support and to assist with an HVAC system purchase	30,000
Central City Opera House Association 400 South Colorado Boulevard Suite 530 Denver, CO 80246		Public Charity	for general operating support	75,000
The Children's Museum of Denver 2121 Childrens Museum Drive Denver, CO 80211		Public Charity	for general operating support	20,000
Clyfford Still Museum 1250 Bannock Street Denver, CO 80204		Public Charity	to support activities related to the establishment of the Museum	300,000
Colorado Association of Funders 600 South Cherry Street Suite 1200 Denver, CO 80246		Public Charity	for general operating support	5,000
Colorado Ballet 1278 Lincoln Street Denver, CO 80203		Public Charity	for general operating support	50,000
Colorado Children's Chorale 2420 West 26th Avenue Suite 350-D Denver, CO 80211		Public Charity	for general operating support	40,000
Colorado Nonprofit Association 789 Sherman Street Suite 240 Denver, CO 80203		Public Charity	to strengthen the leadership capacity of Colorado's nonprofit sector	25,000
Colorado Springs Conservatory 415 South Sahwatch Street Colorado Springs, CO 80903		Public Charity	for the summer cooperative study program with Central City Opera	10,000
Community Foundation Serving Greeley & Weld Cty 711 8th Avenue Greeley, CO 80631		Public Charity	contribution in memory of Jil Rosentrater	500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Curious Theatre Company 1080 Acoma Street Denver, CO 80204		Public Charity	general operating support	40,000
Denver Botanic Gardens 909 York Street Denver, CO 802063799		Public Charity	to support the Flourish Campaign	300,000
Denver Botanic Gardens 909 York Street Denver, CO 802063799		Public Charity	to support the 2013 Bonfils-Stanton Lecture Series	50,000
Denver Young Artists Orchestra 1245 East Colfax Avenue Suite 302 Denver, CO 80218		Public Charity	for general operating support	20,000
Eleanor Roosevelt Institute for Cancer Research 2101 East Wesley Avenue Denver, CO 80208		Public Charity	to support research in changes in purine metabolism	40,000
Friends of Chamber Music 191 University Blvd Suite 974 Denver, CO 802064613		Public Charity	to support the 2012-2013 piano series	30,000
Hunger Free Colorado 7000 South Yosemite Street Suite 170 Centennial, CO 80112		Public Charity	Livingston Fellowship to support advanced professional development	10,000
La Puente Home Inc Post Office Box 1235 Alamosa, CO 81101		Public Charity	for essential human services and emergency food assistance	10,000
LiveWell Colorado 1490 Lafayette Street Suite 404 Denver, CO 80218		Public Charity	Livingston Fellowship to support advanced professional development	10,000
Mi Casa Resource Center 360 Acoma Street Denver, CO 80223		Public Charity	for general operating support	5,000
Museo de las Americas 861 Santa Fe Drive Denver, CO 802044344		Public Charity	for general operating support	20,000
Museum of Contemporary ArtDenver 1485 Delgany Denver, CO 80202		Public Charity	Catalyst grant to support the Director's Vision Campaign	200,000
National Repertory Orchestra Post Office Box 6336 Breckenridge, CO 80424		Public Charity	for general operating support	5,000
Opera Colorado 695 South Colorado Boulevard Suite 20 Denver, CO 802468010		Public Charity	for general operating support	50,000
PHAMALy PO Box 44216 Denver, CO 802014216		Public Charity	to support a three-dimensional patron engagement model	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Rocky Mountain MicroFinance Institute PO Box 48138 Denver, CO 80204		Public Charity	Livingston Fellowship to support advanced professional development	10,000
Rocky Mountain Public Broadcasting Network Inc 1089 Bannock Street Denver, CO 80204		Public Charity	to help produce the Arts District series	25,000
Samaritan House 2301 Lawrence Street Denver, CO 802052126		Public Charity	for the Family Services program	10,000
St Martin's Chamber Choir 2015 Glenarm Place Denver, CO 802053121		Public Charity	to support the 2012-13 season and educational outreach	15,000
Su Teatro 721 Santa Fe Drive Denver, CO 80204		Public Charity	innovation grant to increase artistic capacity through a two-year artist in residency initiative	30,000
Su Teatro 721 Santa Fe Drive Denver, CO 80204		Public Charity	for general operating support	25,000
University of Colorado Foundation 4740 Walnut Street Boulder, CO 80301		Public Charity	in honor of 2013 annual award recipient Tim Gill	35,000
University of Colorado Foundation 4740 Walnut Street Boulder, CO 80301		Public Charity	in honor of 2013 annual award recipient Leslie A Leinwand, Ph D	35,000
University of Denver 2190 South High Street Denver, CO 80208		Public Charity	to support the Institute for Leaders in Development at University College	10,000
Warren Village 1323 Gilpin Street Denver, CO 802182552		Public Charity	for general operating support	25,000
Warren Village 1323 Gilpin Street Denver, CO 802182552		Public Charity	Livingston Fellowship to support advanced professional development	10,000
Women's Bean Project 3201 Curtis Street Denver, CO 802052754		Public Charity	to support the transitional employment program	15,000
University of Colorado Foundation 4740 Walnut Street Boulder, CO 80301		Public Charity	for the investigation of long-lived rat model project	100,000
Aspen Music Festival 225 Music School Road Aspen, CO 81611		Public Charity	In memory of Gordon Hardy	500
Aspen Writers' Foundation 110 East Hallam Street Aspen, CO 81611		Public Charity	Livingston Fellowship to support advanced professional development	8,060

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Augustana Arts 5000 E Alameda Avenue Denver, CO 80246		Public Charity	Musica Sacra Chamber Orchestra's collaboration with Denver Art Museum	25,000
Ballet Nouveau Colorado dba Wonderbound 1075 Park Avenue West Denver, CO 80205		Public Charity	general operating support	20,000
Ballet Nouveau Colorado dba Wonderbound 1075 Park Avenue West Denver, CO 80205		Public Charity	In honor of Susan France upon her retirement	20,000
Baroque Chamber Orchestra of Colorado PO Box 200098 Denver, CO 80220		Public Charity	general operating funds to support artistic innovation	15,000
Citizens for Arts to Zoo c/o 519 S Ogden Street Denver, CO 80209		501(c)(4)	to support a regional cultural survey	10,000
City Park Jazz Inc PO Box 18384 Denver, CO 80218		Public Charity	to build organizational capacity through board development	10,000
The Civic Canopy 3532 Franklin Street Suite G Denver, CO 80205		Public Charity	Livingston Fellowship to support advanced professional development	12,500
Cleo Parker Robinson Dance Theatre 119 Park Avenue West Denver, CO 80205		Public Charity	for general operating support	15,000
Colorado Latino Leadership Advocacy and Research Organization 309 West First Avenue Denver, CO 80223		Public Charity	Livingston Fellowship to support advanced professional development	12,500
Colorado Public Radio 7409 South Alton Court Centennial, CO 80112		Public Charity	to establish an Arts News Bureau to provide arts news, criticism and information	300,000
Colorado Symphony Association Boettcher Concert Hall 1000 14th Street 15 Denver, CO 80202		Public Charity	for general operating support	100,000
The Denver Art Museum 100 West 14th Avenue Parkway Denver, CO 80204		Public Charity	to support the strategic planning phase of Master Plan North 2021	500,000
Denver Biennial of the Americas 1515 Wynkoop Suite 200 Denver, CO 80202		Public Charity	for general operating support	250,000
The Downtown Denver Partnership Inc 511 Sixteenth Street Suite 200 Denver, CO 80202		Public Charity	to support Confluence Denver an online news magazine	12,000
EmcArts 127 West 122nd Street New York, NY 10027		Public Charity	to support the Arts Innovation Summit	100,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Habitat for Humanity of Metro Denver 3245 Eliot Street Denver, CO 80211		Public Charity	Livingston Fellowship to support advanced professional development	12,500
History Colorado 1200 Broadway Denver, CO 80203		Public Charity	to support the Make History Colorado! campaign	15,000
Pelham G Pearce Jr 11705 W 24th Place Circle Lakewood, CO 80215		Individual	2013 Annual Award Recipient	35,000
Redline 2350 Arapahoe Street Denver, CO 80205		Public Charity	Livingston Fellowship to support advanced professional development	12,500
Scientific and Cultural Facilities District 899 Logan Street Suite 500 Denver, CO 80203		Public Charity	to support community activities related to the stakeholder engagement process	10,000
Teach for America - Colorado 1391 Speer Boulevard Suite 710 Denver, CO 80204		Public Charity	Livingston Fellowship to support advanced professional development	12,500
Total . . . . ▶ **3a**				3,328,560

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
b *Approved for future payment*				
Ballet Nouveau Colorado dba Wonderbound1075 Park Avenue West Denver, CO 80205		Public Charity	Livingston Fellowship to support advanced professional development	10,000
The Civic Canopy3532 Franklin Street Suite G Denver, CO 80205		Public Charity	Livingston Fellowship to support advanced professional development	12,500
Colorado Latino Leadership Advocacy and Research Organization309 West First Avenue Denver, CO 80223		Public Charity	Livingston Fellowship to support advanced professional development	12,500
Habitat for Humanity of Metro Denver 3245 Eliot Street Denver, CO 80211		Public Charity	Livingston Fellowship to support advanced professional development	12,500
Redline2350 Arapahoe Street Denver, CO 80205		Public Charity	Livingston Fellowship to support advanced professional development	12,500
Teach for America - Colorado1391 Speer Boulevard Suite 710 Denver, CO 80204		Public Charity	Livingston Fellowship to support advanced professional development	12,500
Total . . . . ▶ **3b**				72,500

TY 2012 Accounting Fees Schedule

Name: Bonfils-Stanton Foundation

EIN: 84-6029014

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Kundinger, Corder & Engle, P C	18,000	3,600		14,400

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Expenditure Responsibility Statement

Name: Bonfils-Stanton Foundation

EIN: 84-6029014

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Citizens for Arts to Zoo	c/o 519 S Ogden Street Denver, CO 80209	2013-01-14	10,000	To support a regional cultural survey related to the purpose, membership, operation, and benefits of the Scientific and Cultural Facilities District	8,000	To the knowledge of the grantor, no funds have been diverted	Interim report due August 2, 2013 and final report due December 31, 2013	2013-08-02	

TY 2012 Investments Corporate Bonds Schedule

Name: Bonfils-Stanton Foundation

EIN: 84-6029014

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Wells Fargo #2 Fund	111,358	123,050
LeggMason Institutional Fund	4,625,478	4,573,651
PIMCO Short-Term Institutional Fund	524,653	522,914

TY 2012 Investments Corporate Stock Schedule

Name: Bonfils-Stanton Foundation

EIN: 84-6029014

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Dodge & Cox International Fund	6,124,698	6,369,490
Longleaf Small Cap Fund	1,144,157	1,588,331
Vangard Dividend Growth Fund	7,182,358	9,386,345

TY 2012 Investments Government Obligations Schedule

Name:	Bonfils-Stanton Foundation
EIN:	84-6029014
US Government Securities - End of Year Book Value:	43,321
US Government Securities - End of Year Fair Market Value:	84,504
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

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TY 2012 Investments - Other Schedule

Name: Bonfils-Stanton Foundation

EIN: 84-6029014

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Addison Clark Offshore Fund	AT COST	2,000,000	2,622,731
Capital Guardian Emerging markets	AT COST	4,140,557	3,960,920
CamCap Resources Offshore Fund	AT COST	2,500,000	2,106,483
Chilton International Fund	AT COST	1,859,358	3,659,207
Convexity Capital Offshore LP	AT COST	2,918,257	7,551,005
Davidson Kempner Capital Management, LLC	AT COST	4,635,917	5,082,928
Highclere International Investors	AT COST	1,122,199	1,376,592
Indus Asia Pacific Fund	AT COST	2,000,000	2,198,408
Maverick Fund	AT COST	3,500,000	3,862,083
Newport Asia Institutional Fund	AT COST	2,882,532	3,840,544
OchZiff Overseas Fund	AT COST	1,815,389	4,666,484
Wellington Trust Fund	AT COST	3,527,056	3,528,893
Spinnaker Global Emerging Markets Fund	AT COST	3,000,000	3,222,600
Daruma Gingko Fund	AT COST	1,551,051	2,482,119
Canyon Value Realization Fund	AT COST	2,000,000	2,361,790
Spinnaker GSS Holdings	AT COST	400,000	371,162

TY 2012 Land, Etc. Schedule

Name: Bonfils-Stanton Foundation

EIN: 84-6029014

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Office condos	955,756	209,254	746,502	746,502
Furniture and equipment	219,620	156,626	62,994	62,994
Computer equipment	26,251	24,451	1,800	1,800

TY 2012 Legal Fees Schedule

Name: Bonfils-Stanton Foundation

EIN: 84-6029014

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Casey & Klene, P C	11,544	0		11,544

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TY 2012 Other Assets Schedule

Name: Bonfils-Stanton Foundation

EIN: 84-6029014

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Fine art and deposits	21,590	21,591	21,591
Property development costs	150	150	150
Defferred compensation fund	158,289	195,995	195,995

TY 2012 Other Expenses Schedule

Name: Bonfils-Stanton Foundation

EIN: 84-6029014

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Assessments and dues	29,145	1,749		27,396
Trustee expense	899	0		899
Awards luncheon	40,841	0		40,841
Maintenance and repairs	7,305	438		6,867
Insurance	9,819	809		9,010
Livingston Fellows expenses	56,726	0		56,726
Office expense and misc	21,298	1,792		19,506
New Initiative	11,577	0		11,577
President transition	4,839	0		4,839

TY 2012 Other Liabilities Schedule

Name: Bonfils-Stanton Foundation

EIN: 84-6029014

Description	Beginning of Year - Book Value	End of Year - Book Value
Deferred compensation fund	158,289	195,995

TY 2012 Other Professional Fees Schedule

Name: Bonfils-Stanton Foundation

EIN: 84-6029014

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Wellington Trust Fund	37,785	37,785		0
Wells Fargo Bank	3,000	3,000		0
Monticello and Associates	75,000	75,000		0
Microedge, Inc	5,693	0		5,693
TSP1, LLC	3,241	0		3,241
Vermillion, Inc	2,813	0		2,813
Gina Ferrari-contract grant officer	4,100	0		4,100
Decatur & Company	35,000	0		35,000
Fitzgerald Peterson	3,500	0		3,500
Jumpline com	191	0		191

TY 2012 Taxes Schedule

Name: Bonfils-Stanton Foundation

EIN: 84-6029014

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Real estate taxes-offices	150	9		141
Excise tax	47,257	0		0
Personal property tax	67	0		67